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Suzanne Henderson

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10216170

LEASE AMENDMENT AND RATIFICATION AGREEMENT

THE STATE OF TEXAS

§

§

COUNTY OF TARRANT

§

KNOW ALL MEN BY THESE PRESENTS:

WITNESSETH:

Whereas, on January 21, 2008, George Allen Lowes, Jr. and Kathy Mari Lowes, as Lessors, entered into an Oil and Gas Lease with Paloma Barnett, LLC, as Lessee, which was recorded as Tarrant County Clerk Document No. D208088038, covering lands located in Tarrant County, Texas (the "Lease"); and

Whereas, on January 21, 2008, Lessor entered into a Memorandum of Oil and Gas Lease, pertaining to the Lease, which was recorded as Tarrant County Clerk Document No. D208082925, Official Public Records, Tarrant County, Texas (the "Lease Memorandum"); and

Whereas, Paloma Barnett, LLC, assigned all of their right, title and interest in and to said lease to Chesapeake Exploration, L.L.C., by Assignment, Bill of Sale and Conveyance dated effective April 30, 2008 and recorded as Document Number D208166272 Official Records, Tarrant County, Texas, and

Whereas, Lessor and Chesapeake Exploration, L.L.C., Lessee, desire and it is their intent to amend the Lease and the Lease Memorandum to (a) correct the legal description and (b) to ratify and confirm the Lease, as amended herein.

Whereas, at the time the Lease was entered into, the description of the lands contained in the Lease was believed by Lessor and Lessee to cover, and was intended to cover, certain lands owned by Lessor; and

Whereas, since the execution and delivery of the Lease, it has been discovered that the description of the lands contained in the Lease does not adequately describe the lands Lessor intended to lease to Lessee; and

Whereas, Lessor and Lessee desire and it is their intent to delete and replace in its entirety the Lease Amendment and the Memorandum Amendment and to amend the Lease and the Lease Memorandum to (a) correct the description of the lands covered by the Lease and the Lease Memorandum and (b) to ratify and confirm the Lease, as amended herein.

D209020399

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Lessor, the undersigned Lessor does hereby amend the Lease and Lease Memorandum as follows:

3.8549 acres, more or less, situated in the Henry Russell Survey, A-1324 and being described as three tracts of land as follows:

- 1) 1.1549 acres, more or less, situated in the Henry Russell Survey, A-1324, and being Lot 1, Block A, Don Bourg Subdivision, an addition to the City of Arlington, Tarrant County, Texas, according to the plat recorded in Volume 388-115, Page 24, Plat Records, Tarrant County, Texas, and being more particularly described in that Warranty Deed with Vendor's Lien dated July 16, 1999 from MICHAEL JOINES AND LYNETTE JOINES to G. ALLEN LOWES, JR. AND WIFE, KATHY LOWES and recorded in Volume 13920, Page 358 of the Official Public Records of Tarrant County, Texas. and**
- 2) 1.1474 acres, more or less, situated in the Henry Russell Survey, A-1324, and being Lot 2, Block A, Don Bourg Subdivision, an addition to the City of Arlington, Tarrant County, Texas, according to the plat recorded in Volume 388-115, Page 24, Plat Records, Tarrant County, Texas, and being more particularly described in that Warranty Deed with Vendor's Lien dated September 13, 1985 from RICHARD A. GOVLIK AND WIFE, CYNTHIA L. GOVLIK to GEORGE ALLEN LOWES, JR. AND WIFE, KATHY MARI LOWES and recorded in Volume 8313, Page 1606 of the Official Public Records of Tarrant County, Texas, and**
- 3) 1.5526 acres, more or less, situated in the Henry Russell Survey, A-1324, and being Lot 3, Block (none), of Henry Russell Addition, an addition to the City of Arlington, Tarrant County, Texas, according to the plat thereof recorded in Volume 388-104, Page 481, of the Plat Records of Tarrant County, Texas, and being more particularly described in that General Warranty Deed with Vendor's Lien dated June 7, 2002 from LANNIE PAUL LONG to G. ALLEN LOWES, JR., AND WIFE, KATHY MARI LOWES and recorded as Instrument Number D202160662 of the Official Public Records of Tarrant County, Texas.**

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease or Lease Memorandum, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease and the Lease Memorandum shall remain in full force and effect.

The Lessor agrees and declares that the Lease and Lease Memorandum, as amended herein, is binding upon the Lessor and is a valid and subsisting Oil and Gas Lease. For the same consideration recited above, Lessor does hereby adopt, ratify and confirm the Lease and Lease Memorandum, as amended, and does hereby lease, let and demise to Chesapeake Exploration, L.L.C. (as successor Lessee) the lands described in the Lease and Lease Memorandum, as amended herein,

subject to and in accordance with all of the terms and provisions of said Lease and Lease Memorandum, as amended herein.

The provisions of this instrument shall be binding upon the undersigned, their respective heirs, executors, administrators, personal representatives, successors and assigns.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of signature below, but shall be deemed effective for all purposes as of January 31, 2008.

Lessor:

George Allen Lowes Jr
GEORGE ALLEN LOWES, JR.

Kathy Mari Lowes
KATHY MARI LOWES

Lessee:

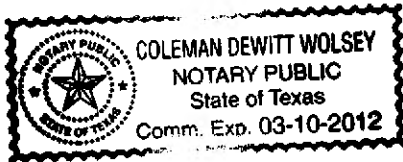
Chesapeake Exploration, L.L.C.

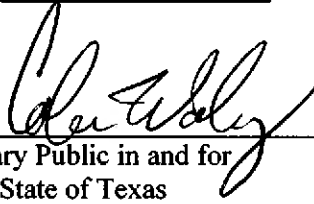
By: *Doug Jacobson*
Name: **Doug Jacobson**
Title: Executive Vice President

ACKNOWLEDGMENTS

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

The foregoing instrument was acknowledged before me on the 4 day of October, 2008, by GEORGE ALLEN LOWES, JR, and KATHY MARI LOWES.

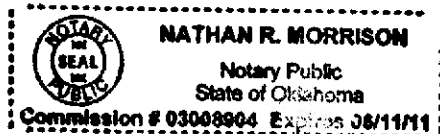





Notary Public in and for
The State of Texas

STATE OF ~~TEXAS~~ §
 OKLAHOMA §
COUNTY OF ~~HARRIS~~ §
 OKLAHOMA

The foregoing instrument was acknowledged before me on the 15th day of October, 2008, by Doug Jacobson, Executive Vice President of Chesapeake Exploration, L.L.C., as the act and deed and on behalf of such limited liability company.





Notary Public in and for
The State of ~~Texas~~
OKLAHOMA

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18406
Oklahoma City, OK 73154